

FILED
MAILED'S OFFICE
FEB 28 2005 P 1:10

UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

T. ROWE PRICE TAX-FREE)
HIGH YIELD FUND, INC., et al.,)
Plaintiffs)
v.) Civil Action No: 04-11667-RGS
KAREN M. SUGHRUE, et al.,)
Defendants)

**DEFENDANT ADVEST, INC.'S MOTION
TO DISMISS THE AMENDED COMPLAINT**

Defendant Advest, Inc. ("Advest") hereby moves this Court to dismiss the Amended Complaint in this action with prejudice pursuant to Federal Rules of Civil Procedure 9(b) and 12(b)(6). The grounds for this Motion are set forth in the accompanying memorandum.

REQUEST FOR ORAL ARGUMENT

Pursuant to Local Rule 7.1(D), Advest requests oral argument on this Motion.

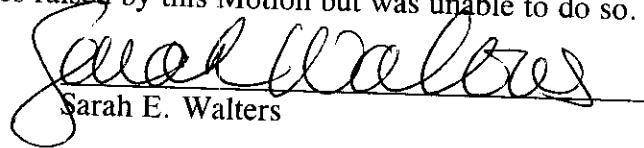
ADVEST, INC.
By its attorneys,

Jonathan L. Kotlier (BBO#545491)
Sarah E. Walters (BBO#638378)
Nutter McClennen & Fish LLP
World Trade Center West
155 Seaport Boulevard
Boston, MA 02210
617-439-2000

February 28, 2005

CERTIFICATION PURSUANT TO LOCAL RULE 7.1(A)(2)

I, Sarah E. Walters, certify that on February 23, 2005 I conferred with Michael Tabb, counsel to plaintiffs, to resolve the issues raised by this Motion but was unable to do so.


Sarah E. Walters

February 28, 2005

CERTIFICATE OF SERVICE

I, Sarah E. Walters, certify that on February 28, 2005 a copy of the foregoing Motion has been sent by hand delivery to all counsel of records.


Sarah E. Walters

1405672.1